

Q. Who makes an extremely challenging, highly complex, toughly negotiated deal feel like no big deal?

A. Manatt.
Private Equity.

**The key to
unlocking
value.**

In 2010, as the volume of private equity transactions nearly doubled, Manatt represented a broad range of clients and funds. We expect the trend to accelerate in 2011, with private equity firms deploying more reserved capital as debt markets loosen and the M&A market continues its strong resurgence.

Healthcare reform, along with the needs of an aging population, should also give rise to new investing opportunities. As valuations increase for technology companies like Facebook and Groupon, enthusiasm is building for technology investing in the PE community.

Technology's impact on the entertainment sector should also accelerate. The convergence of social media, advertising and traditional media has bolstered investor interest in entertainment companies. Competition has also heated up for music publishing catalogs, a sector in which Manatt handled four acquisitions last year on behalf of BMG Rights Management.

As investors look to create strategic value within their portfolios, Manatt attorneys advise firms throughout the deal spectrum, from due diligence to exit planning. Manatt's core specialties in healthcare, technology, entertainment and media, real estate, and financial services are aligned with today's hottest investing sectors.

PACIFIC CAPITAL BANK, NA

Pacific Capital Bank, N.A.
sale of refund anticipation loan
business to a newly formed entity
(Santa Barbara Tax Products)

Counsel to Seller
January 2010



RIGHTS MANAGEMENT

BMG Rights Management
(a joint venture of Bertelsmann AG
and Kohlberg Kravis Roberts & Co.)
acquisition of
Cherry Lane Music Publishing

Counsel to Buyer
March 2010

DM Natural Products, Inc.
(dba Hugo Naturals)
private equity investment

Counsel to
DM Natural Products, Inc.
April 2010

**Patient Safety
Technologies, Inc.**
control investment and
management change

Counsel to Certain Investors and
New Management
June 2010



RIGHTS MANAGEMENT

BMG Rights Management
(a joint venture of Bertelsmann AG
and Kohlberg Kravis Roberts & Co.)
acquisition of Stage Three Music

Counsel to Buyer
August 2010



Danmer, Inc.
leveraged buyout from its
existing majority shareholder

Counsel to Management
August 2010



Golden Coast Bank
control investment

Counsel to Investor
August 2010

MOELIS CAPITAL PARTNERS

Moelis Capital Partners
recapitalization of
Opportunity Bancshares

Counsel to
Moelis Capital Partners
August 2010

PACIFIC CAPITAL BANCORP

Pacific Capital Bancorp
recapitalization by
Ford Financial Fund, L.P.

Counsel to
Pacific Capital Bancorp
August 2010

BMG

RIGHTS MANAGEMENT

BMG Rights Management
(a joint venture of Bertelsmann AG
and Kohlberg Kravis Roberts & Co.)
acquisition of Evergreen Music

Counsel to Buyer
September 2010

i) INgrooves™
PURE DIGITAL MEDIA

INGrooves
private equity investment

Counsel to
INGrooves
September 2010

 **Bay Cities
National Bank**
The Community Bank of the South Bay

Opus Bank
(formerly Bay Cities National Bank)
recapitalization and change in
control by private equity investors

Counsel to
Opus Bank
September 2010



American Hi Definition, Inc.
sale to NEP, Inc., a portfolio
company of American Securities

Counsel to Seller
November 2010

BMG

RIGHTS MANAGEMENT

BMG Rights Management
(a joint venture of Bertelsmann AG
and Kohlberg Kravis Roberts & Co.)
acquisition of Chrysalis

Counsel to Buyer
November 2010



Cerberus Capital Management
acquisition of
Caritas Christi Health System

Counsel to Buyer
November 2010

FdG Associates
sale of portfolio company
Vintage Nurseries

Counsel to Seller
November 2010



Red Mango, Inc.
private equity investment

Counsel to
Red Mango, Inc.
November 2010



Covenant Care
recapitalization of Covenant Care

Counsel to
Covenant Care
December 2010

Experience across a broad range of clients and funds.

Manatt is uniquely positioned to help clients, as well as their advisors and managers, with the organization and operation of private equity, hedge, buyout, mezzanine debt, real estate, distressed asset and other funds. Our clients range from boutiques to some of the largest and most well-known private equity firms in the world.

Manatt's approach to leading private equity transactions is proactive. We think in practical terms. We provide our clients with multidisciplinary, industry-specific teams to address their specific needs. Our M&A team collaborates with firm attorneys who have experience in employee benefits, environmental, intellectual property, labor, real estate and tax to provide clients with a complete suite of legal services.

Our deep knowledge of industry sectors and the regulatory issues facing private companies and investors allows us to provide formation, investment, finance and disposition counsel that is informed by the market, addresses investment objectives and conforms to the business realities of the portfolio company and its industry. Manatt's private equity team includes attorneys from our industry-focused practices, including advertising, consumer products, energy and cleantech, entertainment and media, financial services, healthcare, and technology.

Manatt's private equity attorneys represent funds, investors and portfolio companies in private equity transactions ranging from billion-dollar acquisitions to middle-market deals. We work with constituents of private equity funds and their portfolio companies at all stages, from fund formation to investment transactions to dispositions in the public and private marketplaces.

AREAS OF FOCUS:

- Mergers and acquisitions
- Leveraged buyouts
- IPOs and dispositions of portfolio securities in public markets
- Private investments in public companies (PIPES)
- Recapitalizations
- Senior, mezzanine and high-yield debt
- Tax and ERISA advice
- Fund formation and representation
- Portfolio company representation and general corporation matters
- Minority investments
- Regulatory advice

manatt

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Los Angeles
New York
Orange County
Palo Alto
Sacramento
San Francisco
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